

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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DR. THOMAS J. WYLY,

Plaintiff,

v.

THE INTERNATIONAL FOUNDATION
FOR EDUCATION AND SELF-HELP
and THE LEON H. SULLIVAN
FOUNDATION

Defendants.

Case No. 04-11151-EFH

U.S. DISTRICT COURT
DISTRICT OF MASS.

**AFFIDAVIT OF PLAINTIFF THOMAS J. WYLY
IN OPPOSITION TO DEFENDANT THE LEON H.
SULLIVAN FOUNDATION'S MOTION TO DISMISS**

I, Thomas J. Wyly, under oath, depose and state as follows:

1. I am the plaintiff in this action. I submit this affidavit in response to the Declaration of Hope Sullivan and The Leon H. Sullivan Foundation's motion to dismiss my claims against it. I am over eighteen (18) years of age; I am legally competent to testify; and I have personal knowledge of the following facts.

2. I am seeking to recover compensation due and owing to me for work done in connection with my role as National Director of the Global Sullivan Principles ("GSP") Higher Education Campaign (the "Higher Education Campaign") during 2002 and 2003. Authorized officers of both defendants, The International Foundation for Education and Self-Help ("IFESH") and The Leon H. Sullivan Foundation ("The Sullivan Foundation"), repeatedly promised to pay me for my work on the GSP Higher Education Campaign. I continued to

provide services to IFESH and The Sullivan Foundation in reliance on the promises of compensation made to me by both organizations.

3. Since the inception of the GSP Higher Education Campaign, my home office in Massachusetts has functioned as the national headquarters of the campaign. Hope Sullivan regarded my Massachusetts home office as campaign headquarters; she continually contacted me by phone, letter and email there; my home office address, telephone and email were listed on my GSP business card authorized by Hope Sullivan; my home address, telephone and email were listed on the letterhead stationery of the GSP education campaign; my home office address, telephone, and email were also provided on every GSP education campaign document circulated to colleges, universities, and education associations; the substantial majority of the work I performed on the GSP campaign was performed in and through my Massachusetts home office; I represented the GSP to the Association of Independent Colleges and Universities in Massachusetts, representing every independent college and university in the state; I represented the GSP to the President's Office of the University of Massachusetts System, representing every public college and university in the state; I contacted and/or collaborated with many Massachusetts educational institutions and leaders in promoting the GSP, including representatives from MIT, Northeastern University, Harvard University, Williams College, Amherst College, Wellesley College, and many others; and I promoted the GSP at national higher education conferences in conjunction with other Massachusetts education leaders, such as the Provost of Lesley University. The Sullivan Foundation controlled the GSP for at least several months in 2002 and again in 2003 and had substantial contacts with and activities in Massachusetts during this time.

4. I understand that The Sullivan Foundation has taken the position that it made no promises to me and that it had no communications with me in Massachusetts during 2002 and 2003. I further understand that The Sullivan Foundation has claimed that its only contact with anyone in Massachusetts was through a single fund-raising letter mailed to forty-three (43) residents of the Commonwealth of Massachusetts.

5. The Sullivan Foundation's arguments, and the factual premise of its motion to dismiss my claims, as I understand them, are untrue. While I was in my Belmont, Massachusetts office, I had numerous telephone conversations, email communications and correspondence with Hope Sullivan, as President and Chief Executive Officer of The Sullivan Foundation, and Ralph Perkins, as Hope Sullivan's deputy, and I also corresponded with Andrew Young, as Chairman of the Board of The Sullivan Foundation, concerning the GSP, the Higher Education Campaign, and compensation due and owing to me.

6. Hope Sullivan assumed the title of Program Executive Chair, Global Sullivan Principles in early 2002. During extensive telephone conversations in February 2002, Hope Sullivan informed me that I was to report to her henceforth.

7. Hope Sullivan called me to a meeting in Washington, D.C. in February 2002, where she informed me and my GSP Higher Education Campaign co-chairs, President Thomas Tritton of Haverford College and Chancellor Nancy Zimpher of the University of Wisconsin-Milwaukee, that she had taken over responsibility for the GSP. She also stated that she intended to establish The Sullivan Foundation to raise money for Reverend Sullivan's programs, including the GSP, and that the foundation would administer the GSP. Hope Sullivan informed me that I would be paid for my continuing work on the GSP with funds to be raised by the new foundation.

8. After February 2002, I reported to Hope Sullivan on GSP Higher Education Campaign matters, including after she became President of The Sullivan Foundation. Hope Sullivan and Ralph Perkins at The Sullivan Foundation repeatedly promised me that they would raise funds for the GSP, including funds to compensate me for services performed at their request and with their approval for the GSP Higher Education Campaign. Hope Sullivan and Ralph Perkins repeatedly recited the excellent financial prospects of The Sullivan Foundation as the new custodian of the GSP to secure my continuing services.

9. I performed substantial work for the GSP Higher Education Campaign from my home office in Massachusetts, including organizing conferences, contacting potential participants, drafting key strategy papers and public documents for the Campaign, communicating with my Higher Education Campaign co-chairs, Nancy Zimpher and Thomas Tritton, communicating with IFESH and The Sullivan Foundation, coordinating the work of the academic presidents and provosts whom I have recruited to serve on the Higher Education Steering Committee, contacting and working with the chief executive officers of national higher education associations in the GSP, integrating the GSP education campaign with the GSP business campaign, performing liaison with nationally respected human rights leaders, and other activities. I did so in part in reliance on the representations made to me that The Sullivan Foundation was responsible for the GSP and would raise the funds necessary to pay me.

10. I kept Hope Sullivan and other representatives of The Sullivan Foundation informed of my activities by email, telephone, and letters from my home office in Belmont, Massachusetts. I repeatedly sent copies of relevant documents to The Sullivan Foundation, and attended and participated in GSP and other Sullivan Foundation activities in which Hope Sullivan and Sullivan Foundation Chairman Andrew Young played key roles.

11. The following is a summary of the GSP Higher Education Campaign, my role as National Director of the Higher Education Campaign, and the nature of the numerous communications I had with Hope Sullivan and others concerning the GSP Higher Education Campaign and the compensation promised, due, and owing to me.

The Global Sullivan Principles

12. The Global Sullivan Principles are an international code of ethical conduct developed by the Reverend Leon H. Sullivan. Reverend Sullivan initially developed these principles in 1977 as guidelines for corporations doing business in South Africa under the then-existing system of apartheid.

13. With the dismantling of the apartheid system in South Africa, Reverend Sullivan worked to promote the GSP as a code of conduct within corporate America and world-wide. Reverend Sullivan, following consultation with me and other higher education leaders, also sought to expand the GSP into higher education. Reverend Sullivan retained me to assist in the higher education efforts.

14. At the time, I was a consultant to educational institutions such as universities and colleges. My customary rate for consulting services was \$1,200 per day. I initially charged \$250 per day for my services in promoting the GSP to educational institutions because I believed in Reverend Sullivan's mission and I wanted to support it with my time and expertise. My initial time commitment was only a few days per month.

15. In early 2001, Reverend Sullivan sought to substantially expand my role, asking me to lead a national GSP campaign for higher education. This position would result in a substantial curtailment or even cessation of my consulting business. Reverend Sullivan promised me that I would be paid a salary commensurate with salaries paid at colleges and

universities. On that promise, I accepted the position. Reverend Sullivan's initial budget for the GSP Higher Education Campaign reflected a salary for me of \$195,000 per year.

16. Reverend Sullivan died in April 2001. After his death, I redoubled my efforts to promote the Higher Education Campaign. Hope Sullivan, Dr. C.T. Wright, who served under Reverend Sullivan at IFESH and succeeded him as President, and others induced me to do so with the promise to keep Reverend Sullivan's promises of compensation to me. In the fall of 2001, I prepared a case statement and budget for the GSP Higher Education Campaign that included a salary of \$120,000 and benefits of \$42,000 per year for 3/4 of my time. Through 2002 and the first half of 2003, Hope Sullivan, Dr. C.T. Wright, Ralph Perkins, Julie Sullivan and others at IFESH and The Sullivan Foundation repeatedly urged me to continue my work for the GSP Higher Education Campaign on the express promise that I would be compensated for my efforts.

Hope Sullivan and the GSP Higher Education Campaign

17. Hope Sullivan and Julie Sullivan are Reverend Sullivan's daughters. Hope Sullivan is currently in charge of The Sullivan Foundation and the GSP. Julie Sullivan is currently a senior officer at IFESH.

18. I had numerous telephone conversations and electronic communications with Hope Sullivan during January and February, 2002, concerning my compensation, the leadership of the GSP at IFESH, and the proper location for my headquarters as National Director of the GSP Higher Education Campaign. Hope Sullivan had suggested that I move to Arizona, where IFESH had its headquarters. I preferred to remain in Boston, in keeping with my original understanding and agreement with Reverend Sullivan.

19. In February 2002, Hope Sullivan agreed that I would continue to administer the GSP Higher Education Campaign from my home office in Belmont, Massachusetts. Hope Sullivan also informed me that effective immediately she was taking over the leadership of the GSP and that I should report directly to her in my capacity as National Director of the GSP Higher Education Campaign. She also informed me that she intended to found a new organization, The Leon H. Sullivan Foundation, to raise funds for the GSP, among other purposes. She told me that The Sullivan Foundation would take charge of the GSP, and that it would raise money to compensate me for my work on the GSP. Hope Sullivan also asked me to provide her with information about academic salaries so that she could address the issue of my compensation.

20. On March 8, 2002, I sent by email to Hope Sullivan both a history of my compensation discussions with IFESH and the data she had requested about academic salaries.

21. In April 2002, I visited Hope Sullivan in Arizona. We discussed compensation for work that I had done and was continuing to do on the GSP Higher Education Campaign. Hope Sullivan told me, "Don't worry. You will be paid in full. I will see to it."

22. On May 13, 2002, Hope Sullivan formally announced the creation of The Sullivan Foundation. A true copy of the May 13, 2002 memorandum announcing the formation of the Sullivan Foundation, which was sent to me in Belmont, Massachusetts, is attached at Tab 1. It identifies Hope Sullivan as President and Andrew J. Young as Chairman of The Sullivan Foundation. The memorandum states, in part, that the purpose of the Foundation is to raise money for IFESH and for the promotion of Reverend Sullivan's initiatives. The memorandum also states, "The Sullivan Foundation will also have direct responsibility for The Leon H. Sullivan Summit and the Global Sullivan Principles." (emphasis added) This is consistent with

the statements that Hope Sullivan had previously made to me that The Sullivan Foundation would be in charge of the GSP, including the Higher Education Campaign.

23. Upon receipt of the May 13, 2002 announcement, I telephoned Hope Sullivan, her deputy Ralph Perkins, and her assistant Leon Hammond from my office in Massachusetts to review with them the impact of The Sullivan Foundation's assumption of control over the GSP.

24. On May 18, 2002, I sent a strategy memorandum for the GSP Higher Education Campaign to Hope Sullivan and others. Hope Sullivan by that time was the President of The Sullivan Foundation. In the memorandum, I confirmed that The Sullivan Foundation would administer the GSP, including the Higher Education Campaign, and that the GSP would no longer be part of IFESH. I wrote and sent the memorandum from my home office in Belmont, Massachusetts. At Paragraph 8 of the memorandum, on Page 5, I confirmed what Hope Sullivan and others had told me: "Tom Wyly will always confer with The Sullivan Foundation staff about appropriate ways to connect the education committee's plans and activities with those of the business and civic campaigns." (emphasis added). A true copy of my May 18, 2002 memorandum is attached at Tab 2.

25. On May 20, 2002, I sent an email from my Massachusetts office to Hope Sullivan and members of the GSP Higher Education Steering Committee, stating in relevant part: "As you learned in a recent email from the Reverend Sullivan's daughter, Hope Sullivan, Esq., a new foundation, The Leon H. Sullivan Foundation, has been created, to be located in Washington, D.C., with Hope Sullivan, Esq. as President, to administer two of Reverend Sullivan's most important undertakings, the African African-American Summits, and the GSP." (emphasis added). This email confirmed what Hope Sullivan and others had represented to me, that The

Sullivan Foundation had assumed responsibility for the GSP. A true copy of this email is attached at Tab. 3

26. On May 21, 2002, Hope Sullivan sent an email response to my May 18th email stating, among other things, "Fabulous informative document. Thanks." and "Great document -- very valuable." A true copy of this email is attached as Tab 4. Hope Sullivan did not contradict, either in that email or at any other time, my confirmation that The Sullivan Foundation, and not IFESH, would be responsible for the GSP going forward.

27. On June 11, 2002, my co-chairs of the Higher Education Campaign, Nancy L. Zimpher of the University of Wisconsin-Milwaukee and Thomas R. Tritton of Haverford College, wrote to Hope Sullivan in her capacity as President of The Leon H. Sullivan Foundation to address issues relating to my compensation. Their letter confirms The Sullivan Foundation's role as the entity in charge of the GSP, including the Higher Education Campaign: "We want to reaffirm our commitment to working with you, in your new role as Sullivan Foundation President, to make the GSP and the higher education campaign a success." A true copy of this letter is attached at Tab 5. Mr. Tritton, Ms. Zimpher and I, with Hope Sullivan's knowledge and encouragement, repeatedly represented to the education community that The Sullivan Foundation had assumed responsibility for the GSP.

28. On June 20, 2002, at Hope Sullivan's invitation, I participated in a national strategy meeting of The Sullivan Foundation in Washington, D.C. I attended the Annual Summit meeting that evening at Hope Sullivan's invitation. Numerous high-level officials, including President Bush, attended the Summit meeting. Hope Sullivan in her public remarks reiterated The Sullivan Foundation's control of the GSP and responsibility for raising the funds to support the GSP and other programs.

29. Throughout April, May, June, July and August, 2002, I had numerous telephone conversations with representatives of The Sullivan Foundation, including Hope Sullivan and Ralph Perkins, concerning the future direction of the GSP Higher Education Campaign; the organization of meetings and presentations for and on behalf of the Higher Education Campaign; and the compensation owed and promised to me for my past and future work on behalf of the GSP. Hope Sullivan told me that The Sullivan Foundation, with the assistance of professional fund raising counsel, was raising money for the GSP, including my compensation, that I should continue to work to advance the GSP, and that I would be paid for my work. Hope Sullivan, as President of The Sullivan Foundation, directed me to meet with various corporate executives whom she believed were interested in the Higher Education Campaign. I did so, and reported the results to Hope Sullivan. Hope Sullivan as The Sullivan Foundation President also approved a number of trips for me to conferences and meetings to advance the GSP.

30. In August 2002, Hope Sullivan again promised me that I would be paid for my past, present and future work for the GSP. The promise was made in a conversation about fundraising and financial controls for The Sullivan Foundation. Hope Sullivan reiterated in an August 22, 2002 telephone call with me that she remained in control of the GSP. Hope Sullivan at the time was President and CEO of The Sullivan Foundation.

31. On September 19, 2002, The Sullivan Foundation hosted a meeting of all parties concerned with the GSP. I prepared a draft agenda for the September 19, 2002 meeting, which I sent to Hope Sullivan as President of The Sullivan Foundation. I did this work and circulated the agenda from my home office in Belmont, Massachusetts. I received the invitation, and initiated and received several emails and telephone calls with Hope Sullivan pertaining to the meeting, at my home office in Belmont, Massachusetts.

32. I attended the September 19, 2002 meeting at the offices of The Sullivan Foundation in Washington, D.C. Hope Sullivan was present. We discussed the future of the GSP, whether the GSP should remain with The Sullivan Foundation, and whether the GSP should be transferred back to IFESH. We also discussed the compensation owed to me for my work on the GSP for both IFESH and The Sullivan Foundation. Thereafter, in September and October 2002, I corresponded several times by email with Hope Sullivan from my Massachusetts office concerning the GSP, The Sullivan Foundation, and the compensation promised to me.

33. On October 24, 2002, Dr. C.T. Wright of IFESH announced, "The decision has been made that the GSP will be managed by IFESH under my direction and authority. . . ." (emphasis added). A copy of Dr. Wright's October 24, 2002 announcement is attached at Tab 6.

34. On January 17, 2003, I sent to Hope Sullivan, at her request, copies of numerous GSP Higher Education Campaign documents that I had prepared. I sent these documents from my home office in Belmont to Hope Sullivan in her capacity as President and CEO of The Leon H. Sullivan Foundation. A copy of my cover letter dated January 17, 2003 is attached at Tab 7.

35. On February 27, 2003, Thomas Tritton, Nancy Zimpher and I wrote to Dr. Andrew Brimmer, who at the time was both Chairman of the Board of Directors of IFESH and Vice-Chairman of the Board of Directors for The Sullivan Foundation. I sent the letter from my Belmont, Massachusetts office. The letter recites that there had been "repeated commitments from both IFESH and The Sullivan Foundation" promising a timely resolution of my compensation requests. A true copy of this correspondence is attached at Tab 8.

36. Dr. Brimmer did not respond to my letter. Julie Sullivan, on behalf of IFESH, responded in a telephone conference call that no agreement had yet been reached about which organization – IFESH or The Sullivan Foundation – would ultimately have responsibility for the

GSP. She acknowledged that The Sullivan Foundation had previously committed to raise the funds necessary to support the GSP, including funds for my compensation. She apologized for the "cavalier attitude" demonstrated by IFESH and The Sullivan Foundation concerning my compensation. I summarized this conversation in a lengthy email memorandum that I sent to Hope Sullivan and others at The Sullivan Foundation.

37. I spoke with Hope Sullivan in late March 2003 concerning an April 2, 2003 conference call that Julie Sullivan had scheduled to discuss the GSP. I was in my Massachusetts office during my conversation with Hope Sullivan. She was at The Sullivan Foundation.

38. During the April 2, 2003, conference call, Hope Sullivan was to address the proposed role of The Sullivan Foundation in the GSP. A copy of the agenda is attached at Tab 9. Although Hope Sullivan did not participate in the call, Julie Sullivan announced that IFESH and The Sullivan Foundation had agreed on a new approach to the GSP in which the two organizations would have joint responsibility for the GSP.

39. On April 14, 2003, I sent an email from Massachusetts to Hope Sullivan at The Sullivan Foundation discussing plans for the GSP. I stated, among other things, "You should be aware that if The Sullivan Foundation takes over the GSP, it's just a necessity that I get paid something toward back salary ASAP." A true copy of my email is attached at Tab 10.

40. On April 15, 2003, Hope Sullivan sent me an email to my home office in Belmont, Massachusetts, stating, in part, "I agree that something must be done to compensate your time. And soon." At the time, Hope Sullivan was President and CEO of The Sullivan Foundation. I had had numerous previous communications with her concerning The Sullivan Foundation's promises to compensate me for work done to advance the GSP. A true copy of Hope Sullivan's email is attached at Tab 11.

41. I had further email correspondence from Hope Sullivan concerning my compensation and the GSP on April 17, 2003, to which I responded the same day. Again, I was in Massachusetts and Hope Sullivan was at The Sullivan Foundation at the time. Copies of this email correspondence are attached at Tab 12.

42. On May 1, 2003, Andrew Young, Chairman of The Sullivan Foundation, announced the transfer of the GSP back to the Sullivan Foundation. In connection with the transfer, Andrew Young stated that The Sullivan Foundation required indemnification from IFESH "against any existing or potential claims and liabilities relating to activities of IFESH and the GSP. . . ." I was copied on Andrew Young's letter, a true copy of which is attached at Tab 13.

43. On May 8, 2003, I forwarded a copy of Andrew Young's May 1, 2003 letter to Thomas Tritton and Nancy Zimpher, co-chairs of the Higher Education Campaign, explaining:

"For some period over the past 18 months, you will recall, the GSP had indeed been transferred to the Sullivan Foundation. . . . During this time, I reported to Hope [Sullivan], rather than Dr. Wright, and had extensive discussions with her, personally and via email, regarding the question of my compensation. Please be aware that Hope several times assured me that both she and her father before her were delighted by my performance, and that without questions I would be paid."

See email attached at Tab 14.

44. On May 9, 2003, I received an email from Hope Sullivan stating for the first time that The Sullivan Foundation took the position that IFESH, and not the Foundation, was solely responsible for the many financial commitments and promises made to me over the previous eighteen (18) months by representatives of both IFESH and The Sullivan Foundation.

45. In response, on May 12, 2003, I wrote an email to Hope Sullivan at The Sullivan Foundation. I reminded Hope Sullivan of the numerous representations that she and others had

made to me that The Sullivan Foundation had assumed responsibility for the GSP, that I performed services for the GSP while it was under the control of The Sullivan Foundation, and that The Sullivan Foundation would raise funds for the GSP, including for my compensation. I reminded Hope Sullivan, "Of course, Ralph Perkins also confirmed, before, during, and after the June [2002] meetings, that with The Sullivan Foundation now in charge of the GSP, I could before long expect payment for all my past services on the GSP. In doing so, he was only reiterating, as you know, commitments you yourself had expressed to me on various occasions."

I continued:

"At the end of the day, it is simply true that you, for a period of time, while at IFESH were in charge of the GSP, and that as the person in charge, you urged me to continue working on the education campaign, promising me that I would eventually be paid in full, and an appropriate level of compensation negotiated and paid. It is also true that you reiterated this commitment once the Sullivan Foundation was created, and you and Ambassador Young publicly announced that the Foundation had assumed responsibility for the GSP. It is also true that after June, Ralph Perkins reiterated to me on your behalf that the Sullivan Foundation would pay me for all my past work on the GSP, and that you assured me that Ralph spoke for you regarding the GSP. And it is also true that Dr. Wright [of IFESH] has explained his inactivity regarding the GSP by indicating that you and Ambassador Young and the Sullivan Foundation had assumed complete responsibility for it, and that he was powerless to interfere with your management of the GSP."

Emphasis added. I continued as follows

"It is simply incorrect, then, to say that you, as Sullivan Foundation president, had no role in negotiating compensation for me; rather, it is true that you entered into a negotiation process, committed to completing the process and paying me in full and then did not keep these commitments. If any thing I have written here is factually inaccurate, please inform me what it is.

I find myself in the untenable position, then, of having been assured by both Dr. Wright, when he was in charge of the GSP, and by you, when you were in charge of the GSP, both at IFESH and at the Sullivan Foundation (or at least when I was led to believe that you were in charge

of the GSP at the Sullivan Foundation), that I would be paid in full for all [my] labors. . . .”

Emphasis added. A true copy of my May 12, 2003 email to Hope Sullivan is attached at Tab 15. I sent this from my home office in Belmont, Massachusetts.

46. On May 19, 2003, Andrew Brimmer, Chair of IFESH, announced the transfer of the GSP from IFESH to The Sullivan Foundation. Dr. Brimmer’s memorandum recites that when The Sullivan Foundation was created in April 2002, it was agreed that the GSP would be transferred from IFESH to The Sullivan Foundation. This is what representatives of both IFESH and The Sullivan Foundation told me had occurred in the spring of 2002. A true copy of Mr. Brimmer’s May 19, 2003 memorandum is attached at Tab 16.

47. On July 7, 2003, Thomas Tritton, co-chair of the GSP Higher Education Campaign, wrote to Dr. Wright at IFESH as follows: “I would like to acknowledge that Tom Wyly’s letter of May 15 seems to be an accurate rendition of past obligations due him. I am glad to know that IFESH and the Sullivan Foundation plan to make good on this debt as we owe Tom a great deal for all the good work he did at Reverend Sullivan’s request.” (emphasis added). A true copy of this email is attached at Tab 17.

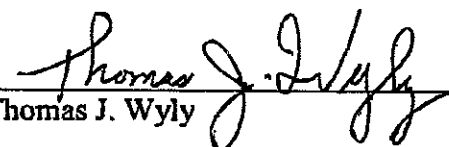
48. On November 13, 2003, Hope Sullivan, on behalf of The Sullivan Foundation, wrote to Dr. C. T. Wright at IFESH forwarding documents and information concerning compensation due to me. Hope Sullivan copied me on the letter. In the letter, The Sullivan Foundation requested IFESH to indemnify it from and against the obligations due and owing to me. I attach a true copy of Hope Sullivan’s November 13, 2002 letter at Tab 18.

49. On November 19, 2003, Carol Davis, controller of IFESH, sent me a letter disclaiming knowledge of any further obligation to me. A true copy of Ms. Davis’s letter is attached at Tab 19.

50. In addition to the foregoing, I had repeated conversations and communications from Massachusetts with Hope Sullivan and Ralph Perkins at The Sullivan Foundation concerning the GSP Higher Education Campaign and the compensation due and owing to me. I also corresponded with The Sullivan Foundation Chairman Andrew Young and Sullivan Foundation Vice-President Dr. Andrew Brimmer on these subjects. I believe, based on the numerous promises and representations made to me, that The Sullivan Foundation and IFESH both owe me compensation for work done at their request on the GSP.

51. The foregoing is true and accurate to the best of my knowledge, information and belief.

Signed under the pains and penalties of perjury on this 19th day of June, 2004.


Thomas J. Wyly

CERTIFICATE OF SERVICE

I hereby certify that on this day a true copy of the above document was served upon the attorney of record for each party by mail/by hand.

Date: 6/21/04 David A. Brown